

L110000095018

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

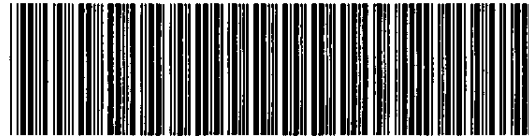
(Document Number)

Certified Copies _____ Certificates of Status _____

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AUTHORIZE ANYONE TO
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DATE 8/18/11
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan AUG 18 2011

CALANDRINO LAW FIRM

301 EAST PINE STREET
SUITE 950
ORLANDO, FLORIDA 32801

TEL 407.601.4905
FAX 407.601.4910
www.floridabusinesslaw.com

August 15, 2011

Via Federal Express Overnight

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

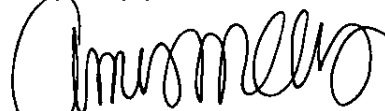
Re: Zanzibar Scuba, Inc. Conversion
Document No.: P11000065897

Dear Sir or Madam:

I have enclosed a certificate of conversion and articles of organization for the conversion of Zanzibar Scuba, Inc. into a Florida limited liability company. I have enclosed a check in the amount of \$155.00 to cover the filing fees and certificate of status fee.

If you require anything further to process this filing, please let me know.

Very truly yours,



Amy M. Guy, CP, FRP
Paralegal

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Conversion
For
Zanzibar Scuba, Inc.
Into
Zanzibar Scuba, LLC**

The undersigned, pursuant to the provisions of Section 608.439 of the Florida Statutes, for the purpose of converting Zanzibar Scuba, Inc. into a limited liability company under the laws of Florida, sets forth the following articles of organization:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Zanzibar Scuba, Inc. **P11-65897**
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on July 21, 2011.
3. The name of the Florida Limited Liability Company as set forth in the attached Article of Organization is Zanzibar Scuba, LLC.
4. The effective date is August 16, 2011.
5. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of Section 608.439 of the Florida Statutes in effecting the conversion.
6. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed, or incorporated.

Individuals signing affirm that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.55 of the Florida Statutes.

ZANZIBAR SCUBA, INC.

By: 

Paul. D. Shepherd
Director/President/Treasurer

ZANZIBAR SCUBA, INC.

By: 

Kristen A. Robinson-Shepherd
Director/Vice-President/Secretary

ZANZIBAR SCUBA, LLC

By: 

Paul. D. Shepherd
Managing Member

ZANZIBAR SCUBA, LLC

By: 

Kristen A. Robinson-Shepherd
Managing Member

Articles of Organization of Zanzibar Scuba, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming of a limited liability company under the laws of Florida, sets forth the following articles of organization:

1. Name

The name of the limited liability company is Zanzibar Scuba, LLC (the "Company").

2. Period of Duration

Unless earlier terminated under the Act or the Company's operating agreement, the duration of the company is perpetual.

3. Purpose

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Addresses

The mailing address for the Company is:

Calandrino Law Firm, P.A.
301 East Pine Street, Suite 950
Orlando, Florida 32801

and the street address of the place of business for the Company is:

Zanzibar Scuba, LLC
749 Creekwater Terrace, #203
Lake Mary, Florida 32746

These addresses may be changed from time to time as provided in the Company's operating agreement.

5. Registered Agent

The initial registered agent in Florida for the Company is:

Calandrino Law Firm, P.A.
301 East Pine Street, Suite 950
Orlando, Florida 32801

6. Capital Contributions.

The members may contribute capital to the Company in the manner prescribed by the Company's operating agreement and as it may be amended from time to time in accordance with its terms.

7. Members

The Company shall have at least one member at all times and may admit additional members upon the prior, unanimous written agreement of all then-existing members or as the Company's operating agreement may otherwise provide.

8. Continuity of Business

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent the Company's remaining members.

9. Management

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and may have the authority normally associated with these positions under corporate law or as otherwise described in the Company's operating agreement. The Company may also designate persons as directors under the operating agreement. These directors shall act in a manner similar to the directors of a corporation or as otherwise described in the Company's

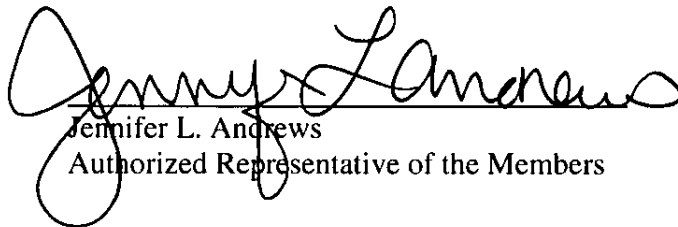
operating agreement. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The name of the initial manager, who may serve until the first annual meeting of the members or until his successor is elected and qualified, and his designation is as follows:

<u>Name</u>	<u>Title</u>
Paul D. Shepherd	Manager
Kristen A. Robinson-Shepherd	Manager

10. Indemnification

Except as expressly provided in the Company's operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

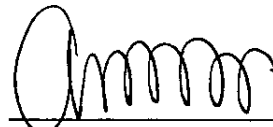
Dated: August 15, 2011


Jennifer L. Andrews
Authorized Representative of the Members

STATE OF FLORIDA }
 } ss.
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 15th day of August, 2011 by Jennifer L. Andrews, who is personally known to me.

NOTARY PUBLIC-STATE OF FLORIDA
Amy M. Guy
Commission #DD724011
Expires: DEC. 01, 2011
BONDED THRU ATLANTIC BONDING CO., INC


Amy M. Guy
Notary Public – State of Florida
My Commission Expires:

Registered Agent Acceptance

Calandrino Law Firm, P.A. is familiar with and accepts the duties and responsibilities for said limited liability company.

CALANDRINO LAW FIRM, P.A.

By: Jennifer L. Andrews
Jennifer L. Andrews
For the Firm

STATE OF FLORIDA }
 } ss.
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 15th day of August, 2011, by Jennifer L. Andrews as duly authorized agent of Calandrino Law Firm, P.A., who is personally known to me.

NOTARY PUBLIC-STATE OF FLORIDA
Amy M. Guy
Commission # DD724011
Expires: DEC. 01, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

Amy M. Guy
Amy M. Guy
Notary Public – State of Florida
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA